

## **DESCRIPTION OF THE TRANSACTIONS AND PUBLIC INTEREST STATEMENT**

By this and other contemporaneously filed FCC Form 603 assignment applications, the applicants request Federal Communications Commission (“FCC” or “Commission”) consent to a number of full and partial assignments of Advanced Wireless Services (“AWS”),<sup>1</sup> Personal Communications Services (“PCS”), and 700 MHz licenses by and among: (i) T-Mobile USA, Inc.’s (“T-Mobile”) licensee subsidiary, T-Mobile License LLC (“T-Mobile License”); and (ii) Cellco Partnership d/b/a Verizon Wireless (“Cellco” or “Verizon Wireless”) and its licensee subsidiaries (collectively, the “Applicants”).

As discussed in detail below, the proposed license assignments will serve the public interest and are fully consistent with the Communications Act of 1934, as amended (the “Act”). They involve only the transfer of spectrum, and do not transfer network or other assets or customers. T-Mobile and Verizon Wireless will both continue to provide service in all of the affected markets. The assignments will rationalize each Applicant’s spectrum holdings similar to other transactions the Commission previously approved. They provide both Applicants with contiguous spectrum, provide T-Mobile with access to twelve megahertz of low-band spectrum in markets covering approximately 150 million Americans, and help both Applicants better meet the growing demands of their wireless broadband customers. The applications should thus be approved expeditiously and without conditions.

### **I. DESCRIPTION OF THE TRANSACTIONS**

The Applicants propose to assign or exchange certain AWS, PCS, and 700 MHz licenses across 713 counties throughout the United States.<sup>2</sup> The proposed transactions do not include the transfer of any other assets, facilities, or customers, and no domestic or international Section 214 authorizations will be assigned.

The spectrum assignments and exchanges will occur pursuant to two separate and independent agreements among the Applicants. Under a License Purchase Agreement (“LPA”), Verizon Wireless will assign fifteen 700 MHz A Block licenses to T-Mobile License in exchange for a cash payment. Under a License Exchange Agreement (“LEA”), Verizon Wireless will assign its remaining 700 MHz licenses as well as certain full or partial AWS and PCS licenses to T-Mobile License, and in exchange therefor, T-Mobile License will assign certain full or partial AWS and PCS licenses to Verizon Wireless.<sup>3</sup>

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<sup>1</sup> “AWS” refers to the 1710-1755/2110-2155 MHz bands.

<sup>2</sup> The licenses involved in this transaction consist of a variety of geographic licensing areas, and several of them have been partitioned or disaggregated over time.

<sup>3</sup> While the LPA and the LEA are not contingent on each other, in order to enable the Commission to review all license assignments together, the applications include all assignments contemplated by both agreements.

To accomplish the transactions contemplated by the LPA and LEA, the Applicants have filed nine applications with the Commission, which reflect the different assignors and assignees, the two agreements (LPA and LEA), and the different categories of licenses involved. ULS File No. 0006090675 is the lead application. A list of the applications, designating the assignor, the assignee, the relevant agreement (LPA or LEA), and the specific full or partial licenses being transferred, is included at the end of this exhibit.<sup>4</sup> The Applicants intend to enter into post-closing short-term or long-term de facto transfer leases of spectrum in a number of markets involved in the spectrum assignments to enable the efficient exchange of spectrum that is in use, and they will file the necessary lease applications or notifications with the Commission shortly.

## II. DESCRIPTION OF THE APPLICANTS

*T-Mobile.* T-Mobile is a wholly-owned direct subsidiary of T-Mobile US, Inc. (“T-Mobile US”) and part of the family of companies that operate under the T-Mobile® brand name. Deutsche Telekom AG, a publicly-traded German company based in Bonn, Germany (“DT”), holds a 66.79 percent interest in T-Mobile US through its wholly-owned subsidiary T-Mobile Global Zwischenholding GmbH. This subsidiary owns all of the equity and voting interests of T-Mobile Global Holding GmbH, which owns all of the equity and voting interests of Deutsche Telekom Holding B.V.,<sup>5</sup> which in turn holds the 66.79 percent interest in T-Mobile US. The remaining 33.21 percent interest in T-Mobile US is held by public shareholders. T-Mobile License LLC is a Delaware limited liability company that is a wholly-owned subsidiary of T-Mobile. Led by a management team with decades of collective experience in the telecommunications industry, T-Mobile, headquartered in Bellevue, Washington, operates one of the largest wireless businesses in the United States and provides service to millions of subscribers. The Commission has repeatedly found that T-Mobile and its controlling companies have the requisite character and qualifications to hold Commission authorizations.<sup>6</sup> T-Mobile is financially, technically and otherwise well qualified to integrate

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<sup>4</sup> Pursuant to an unrelated transaction, T-Mobile and Verizon Wireless filed other applications seeking simultaneous assignments of AWS and PCS licenses by and among them and their subsidiaries on November 27, 2013. *See* ULS File Nos. 0006012654, 0006014196, 0006012812, 0006014259, 0006014269, 0006014311, 0006014360, 0006014382, 0006014389, 0006014434, 0006014442, 0006014448, 0006014474, 0006014478, 0006014479, 0006014483, 0006015487, 0006015570, 0006015663, 0006015669, 0006015677, 0006015682, 0006015686, and 0006015698.

<sup>5</sup> On December 30, 2013, the Commission granted T-Mobile’s request to add a new direct parent company, Deutsche Telekom Holding B.V. (“DT Holding B.V.”) into T-Mobile US’s ownership chain. DT Holding B.V. is a limited liability company organized in the Netherlands. *See* File No. ISP-PDR-20130924-00006 (filed Sept. 24, 2013 and supplemented Oct. 24, 2013); *Non Streamlined International Applications/Petitions Accepted for Filing*, Public Notice, Report No. TEL-01639NS (rel. Oct. 28, 2013).

<sup>6</sup> *See, e.g., Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, 2329-30 ¶ 19 (WTB/IB 2013) (“*T-Mobile/MetroPCS Order*”); *Applications of T-Mobile USA, Inc. and SunCom Wireless Holdings, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 2515, 2519-20 ¶ 10 (2008).

the subject market areas and frequency bands into its existing operations. An FCC Form 602 providing current ownership information for T-Mobile is on file with the Commission.<sup>7</sup>

*Verizon Wireless.* Cellco is a general partnership, which is ultimately owned by Verizon Communications Inc. (“Verizon”) and Vodafone Group Plc (“Vodafone”).<sup>8</sup> Verizon Wireless (VAW) LLC (“VAW”) is a Delaware limited liability company and a wholly-owned subsidiary of Cellco. Athens Cellular, Inc. (“Athens”) is a Delaware corporation that is a majority-owned subsidiary of VAW. Verizon Wireless of the East LP (“VZW East”) is a Delaware limited partnership that is a majority-owned subsidiary of Cellco. Verizon Wireless, headquartered in Basking Ridge, New Jersey, operates one of the largest wireless businesses in the United States and provides service to millions of subscribers. The Commission has repeatedly found that Verizon Wireless has the requisite character and other qualifications to hold the relevant licenses.<sup>9</sup> Verizon Wireless is financially, technically and otherwise well qualified to integrate the licenses into its existing operations. Additional information concerning Cellco’s ownership is provided in its Form 602, which is on file with the Commission.

### **III. THE LICENSE ASSIGNMENTS SERVE THE PUBLIC INTEREST AND SHOULD BE GRANTED EXPEDITIOUSLY**

Section 310(d) of the Communications Act requires that the Commission determine whether the transactions presented herein are consistent with the public interest, convenience and necessity.<sup>10</sup> The Commission previously has determined that an application that demonstrates on its face that a transaction meets the public interest, and neither violates the Act or Commission rules nor undermines Commission policies, does not require extensive Commission review

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<sup>7</sup> Based on prior guidance from the Wireless Telecommunications Bureau, the Form 602 filing for T-Mobile satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission’s rules for its wholly-owned subsidiaries. *See* 47 C.F.R. §§ 1.919, 1.2112(a); *see also* *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, 14 FCC Rcd 8261, 826465 (WTB 1999).

<sup>8</sup> As discussed in more detail below, the Commission has issued a declaratory ruling authorizing Verizon to acquire Vodafone’s non-controlling 45 percent interest in Cellco. *Petition for Declaratory Ruling Granted; Verizon Communications Inc. on Behalf of Its Subsidiaries Holding FCC Common Carrier Radio Licenses Seeks Foreign Ownership Ruling Pursuant to Section 310(b)(4) of the Communications Act of 1934, as Amended*, IB Docket No. 13-230, Public Notice, DA 13-2323 (IB Dec. 4, 2013).

<sup>9</sup> *See, e.g., Applications of AT&T Inc., Cellco Partnership d/b/a Verizon Wireless, Grain Spectrum, LLC and Grain Spectrum II, LLC for Consent to Assign and Lease AWS-1 and Lower 700 MHz Licenses*, Memorandum Opinion and Order, 28 FCC Rcd 12878 (WTB Sept. 3, 2013); *Applications of Cellco Partnership d/b/a Verizon Wireless, SpectrumCo LLC, and Cox TMI*, Memorandum Opinion and Order and Declaratory Ruling, 27 FCC Rcd 10698, 10714 ¶ 40 (2012) (“*Cellco-SpectrumCo-Cox Order*”); *Applications of Atlantic Tele-Network, Inc. and Cellco Partnership d/b/a Verizon Wireless for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 25 FCC Rcd 3763, 3777, ¶ 26 and nn.108-109 (2008).

<sup>10</sup> 47 U.S.C. § 310(d).

before approval.<sup>11</sup> Indeed, no detailed showing of benefits is required for transactions where there are no anti-competitive or other foreseeable adverse effects.<sup>12</sup>

The instant applications meet this standard and should be granted expeditiously. The proposed license assignments comply with all Commission rules, require no waivers, and will not result in any violation of the Act or any other applicable statutory provision.

The assignments do not raise competitive concerns. Because only spectrum is being assigned rather than any operating entities, the proposed transactions will not result in any reduction in the number of competitors in any market. Instead, each Applicant will secure access to more contiguous spectrum with improved broadband capacity, which will allow each to provide improved and more competitive services to its customers. In addition, T-Mobile will be able to deploy LTE service more broadly and robustly than is currently possible with its existing spectrum holdings, and Verizon Wireless will be able to meet the growing broadband demands of its LTE customers in several geographic areas by increasing the capacity of its network in those areas. Finally, because none of the licenses at issue currently is subject to any installment financing, bidding credits, or restrictions on ownership based on designated entity status, approval of these applications will not result in any unjust enrichment concerns.

**A. The Transactions Will Allow Each Applicant to Use Its AWS and PCS Spectrum More Efficiently and T-Mobile to Use Newly Acquired 700 MHz Spectrum to Improve Its Coverage, Both of Which Will Benefit Consumers.**

Consumer demand for broadband services is growing dramatically.<sup>13</sup> For example, CTIA reports that annual U.S. wireless data traffic grew 66.9 percent from 2011 to 2012.<sup>14</sup> These transactions will serve the public interest by allowing each of the Applicants to rationalize its spectrum holdings and obtain additional spectrum coverage and capacity where needed to meet this growing broadband demand. Specifically, the transactions will result in the following public interest benefits:

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<sup>11</sup> See *Tele-Communications, Inc. and AT&T Corp.*, Memorandum Opinion and Order, 14 FCC Rcd 3160, 3170 ¶ 16 (1999); *Ameritech Corp. and SBC Communications Inc.*, Memorandum Opinion and Order, 14 FCC Rcd 14712, 14740-41 ¶ 54 (1999).

<sup>12</sup> See *Southern New England Telecommunications Corp. and SBC Communications, Inc.*, 13 FCC Rcd 21292, 21315 ¶ 45 (1998); *Pacific Telesis Group and SBC Communications, Inc.*, 12 FCC Rcd 2624, 2627 ¶ 2 (1997).

<sup>13</sup> See, e.g., Verizon Wireless-SpectrumCo Application, ULS File No. 0004952444, Ex. 1 at 7-10.

<sup>14</sup> CTIA-The Wireless Association, *Semi-Annual Wireless Industry Survey* (May 2, 2013), <http://blog.ctia.org/2013/05/02/semi-annual-survey/>; see also Cisco, *Cisco Visual Networking Index: Global Mobile Data Traffic Forecast Update, 012—201 7* (Feb. 6, 2012) (estimating that 4G traffic will grow from 14 percent to 45 percent of global mobile data from 2012 to 2017), [http://www.cisco.com/en/US/solutions/collateral/ns341/ns525/ns537/ns705/ns827/white\\_paper\\_c11-520862.html](http://www.cisco.com/en/US/solutions/collateral/ns341/ns525/ns537/ns705/ns827/white_paper_c11-520862.html).

*The Transfer of 700 MHz Spectrum to T-Mobile Will Help T-Mobile Increase Network Reliability, In-Building Penetration, and Network Coverage.* The transactions will provide T-Mobile with its first low-band spectrum having material population coverage -- twelve-megahertz of low-band spectrum in geographic areas with an aggregate population of approximately 150 million people. Currently, T-Mobile has low-band 700 MHz spectrum in only one market: Boston, Massachusetts. Following these transactions, however, T-Mobile will hold low-band 700 MHz licenses in 9 of the top 10 and 21 of the top 30 markets in the U.S., including population centers such as New York, New York; Los Angeles, California; Dallas, Texas; Houston, Texas; Philadelphia, Pennsylvania; Atlanta, Georgia; Washington, DC; and Detroit, Michigan. T-Mobile expects that the addition of twelve-megahertz of low-band spectrum in these markets and others comprising roughly half of the country's population to T-Mobile's spectrum portfolio will allow the company to improve its network reliability and coverage. T-Mobile expects that consumers in urban areas will benefit by allowing T-Mobile to improve significantly the in-building coverage experience for its customers, and that consumers in suburban and rural areas will benefit from the increased reach of low-band spectrum resources, which will provide improved performance and coverage.

T-Mobile intends to deploy broadband services using the 700 MHz spectrum rapidly. While deployment will be constrained by adjacent-channel television operations in some areas, T-Mobile has approximately 15,000 transmitter locations within the areas covered by the licenses, but outside of the Television Channel 51 service contours, where adjacent-channel interference concerns exist. Following adoption of the *Interoperability Order*, moreover, handsets are expected to be widely available in late 2014 to deploy services using this spectrum.<sup>15</sup> These factors and others will allow T-Mobile to commence build-out of the 700 MHz spectrum licenses involved in these transactions later this year in many areas.

*The Transfer of AWS and PCS Spectrum to Verizon Wireless Will Provide It With Additional Spectrum to Meet Customers' Growing Demands and Enable It to Reap the Efficiency Benefits of Contiguous Spectrum.* Verizon Wireless has previously explained that even with its continuing investment in significant network enhancements, its current spectrum holdings will not provide sufficient capacity to meet the growing demand for mobile broadband, 4G LTE in particular. The spectrum covered by these license assignments will enable Verizon Wireless to add additional AWS and PCS capacity in a number of markets. Verizon Wireless will acquire 10-20 MHz of additional AWS spectrum in 19 Cellular Market Areas ("CMAs") and 10 MHz of additional PCS spectrum in 23 CMAs, providing it with additional capacity in a number of markets primarily in the Western United States, including Los Angeles and San Francisco. The parties are making an even exchange of AWS spectrum in one CMA. In addition, the spectrum exchanges will allow Verizon Wireless to achieve the efficiency benefits associated with larger blocks of contiguous spectrum and the alignment of spectrum it holds in adjacent markets.

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<sup>15</sup> See *Promoting Interoperability in the 700 MHz Commercial Spectrum; Requests for Waiver and Extension of Lower 700 MHz Band Interim Construction Benchmark Deadlines*, Report and Order, 28 FCC Rcd 15122 (2013) (taking measures to implement an industry solution to provide interoperable LTE service in the Lower 700 MHz band).

## **B. The Transactions Raise No Competitive Concerns.**

The only assets being assigned in the instant transactions are AWS, PCS, and 700 MHz licenses; no operating entities, nor any customers, network facilities or other assets, are being transferred. The transactions will therefore not reduce the number of choices for wireless services that consumers have in each of the licensed areas, nor will they reduce the number of local or national wireless competitors. The Commission thus does not face any issues in these applications relating to the competitive impacts of a consolidation of two operating entities or the acquisition of customers. Indeed, post-transaction, T-Mobile and Verizon Wireless will each have spectrum in all of the affected markets.

Moreover, an analysis using the spectrum screen that the Commission applies in spectrum license assignments confirms that these transactions do not harm competition.<sup>16</sup> In 712 of the 713 counties involved in these assignments, the Applicants will remain below the applicable spectrum screen post-closing. T-Mobile will hold between 32 and 112 MHz in all 713 counties after closing. Verizon Wireless will hold between 52 and 142 MHz in 712 counties and will hold 152 MHz in one county (Cass, Texas) in the Texas-7 Cellular Market Area. In that county, Verizon Wireless currently holds 164 MHz but will hold 12 MHz less (152 MHz) upon closing because, in the market encompassing Cass County, it will transfer the 12 MHz 700 A Block license to T-Mobile. The Commission previously approved Verizon Wireless's holding of 164 MHz of spectrum in Cass County.<sup>17</sup> Thus, there should be no potential for competitive harm where Verizon Wireless reduces its spectrum holdings below the amount of spectrum the Commission previously authorized. Moreover, as the Commission previously noted, there are multiple companies providing wireless service or holding spectrum in that market.<sup>18</sup>

Attached as *Exhibit 2* are charts depicting the CMRS spectrum holdings of T-Mobile and Verizon Wireless, respectively, in each of the relevant markets both before and subsequent to consummation of the license assignments. Each chart assumes the consummation of other pending transactions involving T-Mobile or Verizon Wireless, as applicable, and thus the

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<sup>16</sup> The Commission's spectrum screen is triggered where applicants would have "102 megahertz or more of cellular, PCS, SMR, 700 MHz, and WCS spectrum, where neither BRS nor AWS-1 spectrum is available; 121 megahertz or more of spectrum, where BRS spectrum is available, but AWS-1 spectrum is not available; 132 megahertz or more of spectrum, where AWS-1 spectrum is available, but BRS spectrum is not available; or 151 megahertz or more of spectrum where both AWS-1 and BRS spectrum are available." *Applications of AT&T Mobility Spectrum LLC, New Cingular Wireless PCS, LLC, Comcast Corporation, Horizon Wi-Com, LLC, NextWave Wireless, Inc., and San Diego Gas & Electric Company, Memorandum Opinion and Order*, Memorandum Opinion and Order, 27 FCC Rcd 16459, ¶ 33 n.94 (2012). The other screens the Commission uses to evaluate the potential for competitive harm, which examine changes in HHI, are not applied to spectrum-only transactions such as these.

<sup>17</sup> *Application of AT&T Inc., Cellco Partnership d/b/a Verizon Wireless, Grain Spectrum LLC and Grain Spectrum II LLC; For Consent to Assign and Lease AWS-1 and Lower 700 MHz Licenses*, Memorandum Opinion and Order, 28 FCC Rcd 12878 (WTB Sept. 3, 2013).

<sup>18</sup> *Id.* at ¶ 46.

columns listing current spectrum holdings incorporate those transactions. Also attached as *Exhibit 3* is a chart depicting the identity of the various terrestrial-based wireless licensees holding spectrum in each market subject to these transactions, which demonstrates that there are multiple licensees holding spectrum in each affected market.

#### IV. FOREIGN OWNERSHIP

*T-Mobile.* As noted above, T-Mobile is a wholly-owned subsidiary of T-Mobile US, which, in turn, is an indirect subsidiary of DT, a publicly-traded German corporation.<sup>19</sup>

On March 12, 2013, the Commission issued an Order approving the transfer of control of licenses, leases and authorizations held by MetroPCS Communications, Inc. (“MetroPCS”) and its subsidiaries to DT to effect a combination of T-Mobile and MetroPCS.<sup>20</sup> In that Order, the Commission approved a petition for declaratory ruling under Section 310(b)(4) of the Act authorizing up to 100 percent indirect foreign investment in T-Mobile’s common carrier licenses by DT and its German shareholders, subject to certain conditions.<sup>21</sup> That declaratory ruling extended to the T-Mobile/MetroPCS common carrier licensees, which include (among other licensee subsidiaries of T-Mobile) T-Mobile License.<sup>22</sup> On May 1, 2013, the T-Mobile-MetroPCS combination was consummated. As a result of that transaction, DT held a 74 percent ownership interest in the T-Mobile/MetroPCS common carrier licenses, and former MetroPCS shareholders retained the remaining 26 percent ownership interest.<sup>23</sup> Since that time, DT’s ownership interest in T-Mobile US has decreased to approximately 66.79 percent.<sup>24</sup> Otherwise, the foreign ownership in the licenses as approved has not materially changed since May 1, 2013 and will not be affected by the instant transactions.

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<sup>19</sup> Germany is a signatory to the World Trade Organization (“WTO”) Basic Agreement on Telecommunications.

<sup>20</sup> See *T-Mobile/MetroPCS Order*, 28 FCC Rcd at 2323 ¶ 2.

<sup>21</sup> See *id.* at 2359-60 ¶¶ 95-96. This grant of the petition was based on three conditions: (1) the Commission must issue prior approval before any foreign individual or entity acquires a direct or indirect equity and/or voting interest in T-Mobile US in excess of 25 percent; (2) the Commission must issue prior approval before the ownership interests held collectively in DT by the German government and Kreditanstalt für Wiederaufbau exceed 32 percent equity and/or voting interests plus an aggregate three percent; and (3) the Commission must issue prior approval before T-Mobile US’s direct or indirect equity and/or voting interests from non-WTO Member countries exceed 25 percent. *Id.* at 2359 ¶ 96. The present transaction does not trigger any of these conditions.

<sup>22</sup> *Id.*

<sup>23</sup> The ownership interest of the Federal Republic of Germany (“FRG”) in DT and, indirectly, in T-Mobile and its subsidiaries (including T-Mobile License) was reduced by the T-Mobile-MetroPCS combination and subsequent developments from 31.98 percent to 21.37 percent (derived by multiplying FRG’s equity interest in DT (32%) by DT’s equity interest in T-Mobile (66.79%) (32.00% x 66.790% = 21.37%)).

<sup>24</sup> See Ownership Disclosure Statement for T-Mobile USA, Inc., File No. 0006043433 (filed Dec. 4, 2012).

*Cellco.* Cellco is ultimately owned by Verizon and Vodafone. Verizon, a Delaware corporation, owns a 55 percent controlling interest in Cellco; Vodafone, a company organized under the laws of the United Kingdom, owns a non-controlling 45 percent interest. The instant transactions would not result in any change of either *de jure* or *de facto* control in Cellco. Vodafone's interest in Cellco, and its qualifications (as a foreign corporation) to hold indirect ownership interests in common carrier licenses have been previously authorized by the Commission under the Act.<sup>25</sup> Neither Vodafone nor any of its foreign subsidiaries hold direct ownership interests in any common carrier licenses, and no new foreign ownership issues are raised by this filing.

In addition, the Commission previously granted a declaratory ruling that it would not serve the public interest to prohibit a widely dispersed body of shareholders from holding aggregate foreign ownership in Verizon in excess of Section 310(b)(4)'s 25 percent benchmark following Verizon's pending acquisition of Vodafone's non-controlling 45 percent general partner interest in Verizon Wireless.<sup>26</sup> Upon closing of that transaction, the license assignments at issue here will be subject to that declaratory ruling as well.

## V. COMPLIANCE WITH NATIONAL SECURITY AGREEMENT

T-Mobile requests that the Commission condition its grant of the assignments to T-Mobile License on compliance with the provisions of the Agreement entered into on January 12, 2001 between DT, VoiceStream Wireless Corporation, and VoiceStream Wireless Holding Corporation (succeeded by T-Mobile), on the one hand, and the Department of Justice ("DOJ") and the Federal Bureau of Investigation ("FBI") on the other, as amended (the "Agreement").<sup>27</sup> The requirements of the Agreement are binding upon DT and DT's wholly-owned subsidiaries, including T-Mobile and T-Mobile License. Section 7.2 of the National Security Agreement provides:

The Agreement (Exhibit A) prescribed that the following specific language be included in the conditional grant of interests in FCC licenses in the specific context of the Agreement:

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<sup>25</sup> See *Cellco-SpectrumCo-Cox Order* at ¶¶ 171-178.

<sup>26</sup> See *Petition for Declaratory Ruling Granted; Verizon Communications Inc. on Behalf of Its Subsidiaries Holding FCC Common Carrier Radio Licenses Seeks Foreign Ownership Ruling Pursuant to Section 310(b)(4) of the Communications Act of 1934, as Amended*, Public Notice, DA 13-2323 (IB Dec. 4, 2013); 47 C.F.R. § 1.994.

<sup>27</sup> The Agreement was attached as Appendix B to *Applications of VoiceStream Wireless Corp., Powertel, Inc. and Deutsche Telekom AG*, Memorandum Opinion and Order, 16 FCC Rcd 9779 (2001). The Agreement was amended in January 2008 to add SunCom Wireless Holdings, Inc. and the Department of Homeland Security as parties and also amended in 2013 in connection with license transfers associated with the T-Mobile/MetroPCS transactions. See *T-Mobile USA, Inc. and SunCom Wireless Holdings, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 2515 (2008); *T-Mobile/Metro PCS Order* at Appendix B, Amendment No. 2.



It is further ordered, that the authorizations and the licenses related thereto are subject to compliance with the provisions of the Agreement between Deutsche Telekom AG, VoiceStream Wireless Corporation, VoiceStream Wireless Holding Corporation on the one hand, and the Department of Justice (the “DOJ”) and the Federal Bureau of Investigation (the “FBI”) on the other, dated January 12, 2001, which is designed to address national security, law enforcement, and public safety issues of the FBI and the DOJ regarding the authority granted herein. Nothing in the Agreement is intended to limit any obligation imposed by Federal law or regulation including, but not limited to, 47 U.S.C. § 222(a) and (c)(1) and the FCC’s implementing regulations.

T-Mobile hereby requests that the Commission impose a similar condition on the grant of the license assignments to T-Mobile License. However, the Verizon Wireless licensees are not parties to the Agreement. The T-Mobile licenses to be assigned to Verizon Wireless should thus not be conditioned with the above-referenced language.

## VI. CONCLUSION

For the foregoing reasons, grant of these applications would be consistent with the Act and the Commission’s rules, the Commission’s actions in prior license assignments, and the public interest. Accordingly, the Applicants respectfully request that the Commission expeditiously approve the applications.

## APPLICATION 1

### T-MOBILE LICENSE TO CELLCO FULL ASSIGNMENTS (LEA)

<b>FCC Call Sign</b>	<b>Market Number – Market Name</b>	<b>Service/Block</b>
WQGB267	CMA007 - San Francisco-Oakland, CA	AWS A
WQGD482	CMA035 - Sacramento, CA	AWS A
WQGD488	CMA107 - Stockton, CA	AWS A
WQGB302	CMA111 - Vallejo-Fairfield-Napa, CA	AWS A
WQGB307	CMA124 - Santa Barbara-Santa Maria-Lompoc, CA	AWS A
WQGB337	CMA270 - Bellingham, WA	AWS A
WQQA218	BEA163 - San Francisco-Oakland-San Jose, CA	AWS B
WQQA219	BEA164 - Sacramento-Yolo, CA	AWS B
KNLF556	BTA022 - Athens, GA	PCS C
KNLF557	BTA024 - Atlanta, GA	PCS C
WQEB558	BTA289 - Melbourne-Titusville, FL	PCS C
KNLH289	BTA112 - Detroit, MI	PCS E

APPLICATION 2

T-MOBILE LICENSE TO CELLCO PARTIAL ASSIGNMENTS (LEA)

FCC Call Sign	Market Number – Market Name	Service/ Block	Assigned Portion
WQGA743	CMA009 - Dallas-Fort Worth, TX	AWS A	1715-1720 MHz 2115-2120 MHz
WQGD503	CMA215 - Chico, CA	AWS A	1715-1720 MHz 2115-2120 MHz
WQGD521	CMA336 - California 1 - Del Norte	AWS A	1715-1720 MHz 2115-2120 MHz
WQGD522	CMA337 - California 2 - Modoc	AWS A	1715-1720 MHz 2115-2120 MHz
WQGD524	CMA343 - California 8 - Tehama	AWS A	1715-1720 MHz 2115-2120 MHz
WQGD525	CMA344 - California 9 - Mendocino	AWS A	1715-1720 MHz 2115-2120 MHz
WQGD526	CMA345 - California 10 - Sierra	AWS A	1715-1720 MHz 2115-2120 MHz
WQGD527	CMA346 - California 11 - El Dorado	AWS A	1715-1720 MHz 2115-2120 MHz
WQGB274	CMA027 - San Jose, CA	AWS A	1715-1720 MHz 2115-2120 MHz
WQGD514	CMA274 – Yuba City, CA	AWS A	1715-1720 MHz 2115-2120 MHz
WQGD511	CMA254 – Redding, CA	AWS A	1715-1720 MHz 2115-2120 MHz
WPVQ886	BTA107 - Daytona Beach, FL	PCS C	1900-1905 MHz 1980-1985 MHz
KNLF561	BTA160 - Gainesville, GA	PCS C	1895-1905 MHz 1975-1985 MHz
KNLF566	BTA404 - San Francisco-Oakland-San Jose, CA	PCS C	1900-1905 MHz 1980-1985 MHz
WQPG223	BEA006 - Syracuse, NY-PA	AWS C	Counties comprising CMA053 (Syracuse)
WQGB370	BEA160 - Los Angeles-Riverside-Orange County, CA-AZ	AWS C	Counties comprising CMA002 (Los Angeles) and CMA340 (California 5-San Luis Obispo)
WQJF881	MTA004 - San Francisco-Oakland-San Jose	PCS B	Counties comprising BTA434 (Stockton)

### APPLICATION 3

#### CELLCO TO T-MOBILE LICENSE FULL ASSIGNMENTS (LPA)

<b>FCC Call Sign</b>	<b>Market Number – Market Name</b>	<b>Service/Block</b>
WQJQ696	BEA010 - New York-North New Jersey-Long Island, NY-NJ-CT-PA-MA-VT	700 MHz A
WQJQ697	BEA012 - Philadelphia-Wilmington-Atlantic City, PA-NJ-DE-MD	700 MHz A
WQJQ699	BEA030 - Orlando, FL	700 MHz A
WQJQ700	BEA031 - Miami-Fort Lauderdale, FL	700 MHz A
WQJQ703	BEA049 - Cincinnati-Hamilton, OH-KY-IN	700 MHz A
WQJQ705	BEA057 - Detroit-Ann Arbor-Flint, MI	700 MHz A
WQJQ708	BEA067 - Indianapolis, IN-IL	700 MHz A
WQJQ709	BEA099 - Kansas City, MO-KS	700 MHz A
WQJQ710	BEA107 - Minneapolis-St. Paul, MN-WI-IA	700 MHz A
WQJQ713	BEA130 - Austin-San Marcos, TX	700 MHz A
WQJQ715	BEA134 - San Antonio, TX	700 MHz A
WQJQ716	BEA141 - Denver-Boulder-Greeley, CO-KS-NE	700 MHz A
WQJQ717	BEA160 - Los Angeles-Riverside-Orange County, CA-AZ	700 MHz A
WQJQ718	BEA162 - Fresno, CA	700 MHz A
WQJQ720	BEA164 - Sacramento-Yolo, CA	700 MHz A

### APPLICATION 4

#### CELLCO TO T-MOBILE LICENSE FULL ASSIGNMENTS (LEA)

<b>FCC Call Sign</b>	<b>Market Number – Market Name</b>	<b>Service/ Block</b>
WQJQ702	BEA040 - Atlanta, GA-AL-NC	700 MHz A
WQJQ698	BEA013 - Washington-Baltimore, DC-MD-VA-WV-PA	700 MHz A
WQJQ701	BEA034 - Tampa-St. Petersburg-Clearwater, FL	700 MHz A
WQJQ704	BEA055 - Cleveland-Akron, OH-PA	700 MHz A
WQJQ706	BEA062 - Grand Rapids-Muskegon-Holland, MI	700 MHz A
WQJQ712	BEA127 - Dallas-Fort Worth, TX-AR-OK	700 MHz A
WQJQ714	BEA131 - Houston-Galveston-Brazoria, TX	700 MHz A
WQJQ719	BEA163 - San Francisco-Oakland-San Jose, CA	700 MHz A

APPLICATION 5

CELLCO TO T-MOBILE LICENSE FULL ASSIGNMENTS (LEA)

<b>FCC Call Sign</b>	<b>Market Number – Market Name</b>	<b>Service/ Block</b>
WQPZ957	BEA160 - Los Angeles-Riverside-Orange County, CA-AZ	AWS C
KNLG306	BTA160 - Gainesville, GA	PCS E

APPLICATION 6

CELLCO TO T-MOBILE LICENSE PARTIAL ASSIGNMENTS (LEA)

<b>FCC Call Sign</b>	<b>Market Number – Market Name</b>	<b>Service/ Block</b>	<b>Assigned Portion</b>
WQPZ960	REA006 - West	AWS E	Counties comprising: CMA007 (San Francisco), CMA027 (San Jose), CMA035 (Sacramento), CMA107 (Stockton), and CMA111 (Vallejo)
WQPZ965	REA006 - West	AWS F	Counties comprising: CMA007 (San Francisco), CMA027 (San Jose), CMA035 (Sacramento), CMA107 (Stockton), and CMA111 (Vallejo)

APPLICATION 7

ATHENS TO T-MOBILE LICENSE FULL ASSIGNMENT (LEA)

<b>FCC Call Sign</b>	<b>Market Number – Market Name</b>	<b>Service/ Block</b>
KNLG605	BTA022 - Athens, GA	PCS E

APPLICATION 8

VAW TO T-MOBILE LICENSE FULL ASSIGNMENTS (LEA)

<b>FCC Call Sign</b>	<b>Market Number – Market Name</b>	<b>Service/ Block</b>
KNLG285	BTA024 - Atlanta, GA	PCS E
WPXN765	BTA024 - Atlanta, GA	PCS E

APPLICATION 9

VZW EAST TO T-MOBILE LICENSE FULL ASSIGNMENT (LEA)

<b>FCC Call Sign</b>	<b>Market Number – Market Name</b>	<b>Service/ Block</b>
WPWH652	BTA024 - Atlanta, GA	PCS E